

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

**JAMES MICHAEL ALLMAN on behalf of
himself and all others similarly situated,**

Plaintiff,

v.

**AMERICAN AIRLINES, INC. PILOT
RETIREMENT BENEFIT PROGRAM
VARIABLE INCOME PLAN, STATE
STREET BANK & TRUST COMPANY,
LAURA A. EINSPANIER, CAROLYN E.
WRIGHT, BRIAN J. MCMENAMY,
PETER WARLICK, BEVERLY K.
GOULET, MARK BURDETTE, AND
JOHN & JANE DOES 1-50.**

Defendants.

Docket No. 14-cv-10138

**PLAINTIFF’S UNOPPOSED MOTION FOR FINAL
APPROVAL OF CLASS ACTION SETTLEMENT**

Plaintiff James M. Allman (“Plaintiff”) respectfully submits this Unopposed Motion for Final Approval of Class Action Settlement (“Motion for Final Approval”) pursuant to Rule 23(e) of the Federal Rules of Civil Procedure and this Court’s August 5, 2016, Order, ECF No. 89, requesting that the Court grant final approval of the Settlement Agreement (“Settlement”) in this class action. *See* ECF No. 81 (July 21, 2016).

As described in the accompanying Memorandum in Support of Plaintiff’s Motion for Final Approval, the Settlement the parties have entered into is fair, adequate, and reasonable, provides outstanding relief to the Class, and meets all of the requirements for this Court to grant final approval. Similarly, the proposed Plan of Allocation is fair, reasonable and adequate, and should be approved.

Finally, in two separate motions filed in October 2016, Plaintiff and Class Counsel have requested that in conjunction with granting final approval of the Settlement Agreement the Court approve Class Counsel's request for attorneys' fees and reimbursement of out-of-pocket expenses and approve their request for a service award of \$15,000 for the sole Class Representative. *See* ECF Nos. 92 & 93 (Oct. 20, 2016).

Accordingly, Plaintiff requests that the Court enter an order stating that:

1. The Court has jurisdiction over the subject matter of the action, Plaintiff, all Class Members, and the Defendants.
2. The Settlement was attained following a sufficient investigation of the facts and the law. The Settlement resulted from vigorous arm's-length negotiations, which were undertaken in good faith by counsel with significant experience litigating civil rights and employee benefits class actions and occurred only after Plaintiff's counsel had obtained necessary information and data through informal discovery. Moreover, those discussions occurred over an extended period of time.
3. Serious questions of law and fact exist, placing the ultimate outcome of the litigation in doubt. The value of the recovery outweighs the mere possibility of future relief after protracted and expensive litigation. The parties have judged the settlement to be fair, reasonable, and adequate.
4. Only a single member of the Class expressed concern about or commented on the Settlement Agreement, and only a single member of the Class opted out of the Class and the Settlement.

5. Notice of the Settlement Agreement was given to all Class Members who could be identified with reasonable effort. The form and method of notifying the Class Members of the pendency of the action as a class action and of the terms and conditions of the proposed Settlement Agreement met the requirements of Rule 23 of the Federal Rules of Civil Procedure, due process, and any other applicable law, and constituted the best notice practicable under the circumstances.
6. The Settlement Agreement and the proposed Plan of Allocation are fair, reasonable, and adequate within the meaning of Rule 23(e) of the Federal Rules of Civil Procedure.
7. Plaintiff's Unopposed Motion for Final Approval of Class Action Settlement is GRANTED, and the Settlement Agreement is hereby APPROVED.
8. Class Counsel's Unopposed Motion for an Award of Attorneys' Fees and Reimbursement of Expenses is GRANTED. The Court awards Class Counsel \$_____ in expenses, and attorneys' fees in the amount of 25% of the value of the common fund that Class Counsel have obtained for the class—25% of the aggregate of (A) \$500,000 of cash, plus (B) the market value of the 136,861.08 shares of American Airlines Group, Inc. stock at the time those shares have been placed into the Settlement Fund and sold, minus (C) any taxes or capital gains that are paid or will be paid with respect to the receipt and/or sale of the 136,861.08 shares of American Airlines Group, Inc. stock.
9. Class Counsel's Unopposed Motion for a Service Award for the Class Representative is GRANTED, and the Court orders that the request for a service award of \$15,000 for the Class Representative is APPROVED.

10. Without affecting the finality of this Judgment and Final Order in any way, continuing jurisdiction is hereby retained over the parties and the Class Members for all matters relating to the terms of the Settlement Agreement, including without limitation, disputes related to interpreting, implementing, and enforcing the Settlement embodied in the Settlement Agreement and this Order and Final Judgment.

11. Under Rule 54(a) and (b) of the Federal Rules of Civil Procedure, this Order and Final Judgment constitute this Action's final adjudication on the merits and it shall be entered without delay. Accordingly, the Clerk of the Court is directed to enter this Judgment forthwith.

Defendants do not oppose Plaintiff's Motion for Final Approval or the relief requested by Plaintiff.

Dated: January 9, 2017

Respectfully submitted,

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Counsel for Plaintiff and the Class

CERTIFICATE OF SERVICE

I hereby certify that on January 9, 2017, I electronically filed the foregoing Motion for Final Approval of Class Action Settlement using the CM/ECF system, which will send notification of such filing to counsel for the parties at the email address(es) registered with the system.

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